

Reclamation Ministries, Inc.
Birmingham, Alabama

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THOMAS L. WILDER, JR.
6546 QUAIL RUN DRIVE
HELENA, ALABAMA
35080

ARTICLES OF INCORPORATION
of
RECLAMATION MINISTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS, that the Directors of Reclamation Ministries, a religious organization dedicated to the propagation of the Gospel of Jesus Christ, being desirous of becoming incorporated under the laws of the State of Alabama, do hereby initiate these Articles of Incorporation according to the provisions of the *Alabama Non-Profit Corporation Act*.

Article I
Name

The name of the Corporation shall be Reclamation Ministries, Inc.

Article II
Purposes

The purposes for which the Corporation is organized are strictly within the bounds of State and Federal requirements for non-profit corporations. Reclamation Ministries shall function exclusively for religious, charitable, educational, and distinct ecclesiastical purposes within the meaning of the *Alabama Non-Profit Corporation Act* and Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding statutes thereto. Such purposes shall include the following:

- (1) To form evangelistic and outreach ministries dedicated to reaching young persons with the Gospel of Jesus Christ with programs including but not limited to:
 - (a) Evangelism and missions work among children and youth of the Birmingham area.
 - (b) Care of the poor and needy through cooperation in Christian food and clothing distribution programs
 - (c) Christian education and training through the use of Christian day schools, daycare programs, and Bible colleges; publishing and distributing Christian books and printed and/or recorded materials; financing and operating Christian broadcast and tape programs; operating commercial enterprises for the purposes of financing ministry-related programs;

- (d) Providing various personal ministry services to children, youth, and their parents.
- (e) Purchasing and renovating old houses in the area and making them available to low-income families and persons who desire to live in the Birmingham area.

While this Ministry shall function in and around the Birmingham, Alabama, metropolitan area, it shall in no way be limited to this geographic area, and shall work to advance the exempt purposes of said Ministry in any State of the United States or in any other nation as circumstance, opportunity, mandate of God, and other conditions dictate.

- (2) To establish a Youth Center to provide a place for children and youth to play, study, and spend time in a safe and positive environment under the supervision of Godly and trained counsellors and workers.
- (3) To work with other Christian churches and ministries of like mind, character, and purpose in the effort to reach persons with the Gospel of Jesus Christ and to further the exempt purposes of this Corporation.

Article III Duration

The duration of the Corporation shall be perpetual, unless sooner dissolved in accordance with the Laws of the State of Alabama pertaining to the dissolution of non-profit corporations.

Article IV Powers

This Corporation shall reserve the right to exercise all powers accorded non-profit corporations by statute as stated in Title 10, Section 3A, Paragraph 20 of the *Alabama Non-Profit Corporation Act*, including:

- (1) To carry on the activities of a non-profit corporation as fully as authorized by the laws of the State of Alabama and of the United States of America as a tax-exempt non-profit corporation under all applicable revenue laws, rulings, and regulations.
- (2) To acquire, hold, administer, distribute, or dispose of real and personal property; to take, receive, and acquire property by gift, devise or bequest to hold, own, administer, use, distribute, and dispose of such property as necessary for the advancement, promotion, extension, or maintenance of such causes and objects as may be prescribed by the Bylaws in conformity with all lawful conditions imposed by the donor, and exercise such other powers as are incident to private corporations. All such powers may be exercised by such Corporation in its own right or as trustee or as a personal representative.

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- (3) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes of the Corporation, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations, of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- (4) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest, or device, and otherwise to acquire money, securities, property, rights, and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights of serve to acquire for the above stated purposes of the Corporation.
- (5) To borrow money and make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for moneys borrowed, or in payment for property required or for any of the purposes of the corporation and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement in regard to all or any part of the property rights or privileges of the Corporation.
- (6) To invest and reinvest funds in such mortgages, bonds, debentures, shares of preferred or common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law, and as it may serve to advance the exempt purpose of the Corporation.
- (7) To exercise all other rights conferred upon corporations organized under the *Alabama Non-Profit Corporation Act*, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the charitable, educational and religious purposes of the Corporation.
- (8) To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing without limitation except such limitation of any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Corporation, or any other limitations as are prescribed for any corporation exempt from Federal Income Tax under sections of the Internal Revenue Code of 1954 applicable to the Corporation or any corresponding future provisions of the Revenue Code. Revenues from the sales of materials, goods, properties, and services shall be used only for the advancement of the exempt purposes of the Corporation herein set out, and shall not inure to the benefit of any person or persons associated with the Ministry. Assets of the Corporation shall not used to attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office. Absolutely no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual, and no member, Director, or officer of the Corporation shall

receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

Article V Members

As a Christian ministry dedicated to reaching all persons with the Gospel of Jesus Christ, this Corporation shall have no members. All matters pertaining to the business of the Corporation shall be decided to the Board of Directors according to the provisions of the Bylaws.

Article VI Directors

The Directors shall be comprised of ministers and laypersons who have demonstrated expertise and experience in matters of managing and financing the Kingdom of God. The Executive Director at all times shall be the President and Chief Executive Officer of the Corporation, and other officers shall be named by the Directors upon the nomination of the Executive Director. The Directors initially shall be appointed by the Executive Director, and thereafter shall be appointed by the majority of existing Directors upon the nomination of the Executive Director.

Directors shall serve a term of three years, and shall be eligible to succeed themselves in consecutive terms. The terms of the Directors shall be established in classes so that their terms expire in different years.

The Directors shall be Trustees of the Corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the Executive Director in matters of the operation of the Ministry.

The Board of Directors shall meet at least twice annually in a location specified by the Executive Director, who shall give written notice of the time and location of the meeting to all Directors at least 30 days before the meeting.

The primary meeting shall be held in the month of January, at which time the Executive Director shall report on the activities of the Church and Ministry during the previous year, and shall relate his plans and goals for the coming year.

The second required meeting shall be held in the month of October or November for the purpose of establishing the annual budget for the coming year and setting the salaries of the Executive Director and any other Directors who, by reason of responsibilities assigned them, receive compensation. During the salary-setting portion of this meeting the Executive Director and other salaried Directors shall not be present, and the Vice President shall preside over this segment of the meeting.

Special meetings may be called as needed by the Executive Director and/or a majority of the Directors. Written notice of the meeting, the time, and place shall be presented to each director at least ten days before a special meeting of the Directors.

Members of the Board of Directors shall meet the qualifications for the New Testament office of Elder as established in 1 Timothy 3 and Titus 1, and shall hold

office so long as they maintain the Scriptural qualifications herein described and for the duration of their respective terms of office as indicated herein.

Directors may be removed from the Board by resignation, engaging in activities unbecoming a Spiritual leader, death, or action of the Executive Director in counsel with the other Directors.

The number of initial Directors shall be five (5), and are listed herewith as follows:

Thomas Wilder
6546 Quail Run Drive
Helena, Alabama 35080

Mechelle S. Wilder
6546 Quail Run Drive
Helena, Alabama 35080

R. Ferrell Maughan, CPA
2204 Lynncrest Lane
Birmingham, Alabama 35216

Dr. Emmanuel Chekwa
4747 Quarter Staff Road
Birmingham, Alabama 35223

Evelyn Hines
930 Chinchona Drive
Birmingham, Alabama 35214

Article VII Incorporator

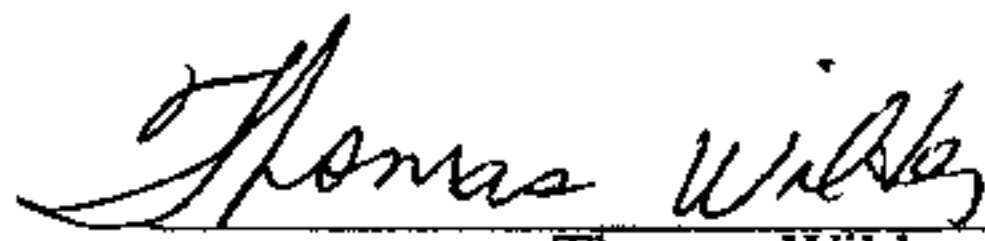
The Executive Director and President of the Corporation shall be the incorporator, and is listed herewith as follows:

Thomas Wilder
6546 Quail Run Drive
Helena, Alabama 35080

Article VIII Registered Office and Agent

The Executive Director and President of the Corporation, Thomas Wilder, shall serve as the registered agent of the Corporation. The registered mailing address and the location of the registered office shall be 6546 Quail Run Drive, Helena, Alabama 35080.

IN WITNESS WHEREOF, I hereby set my hand and seal this 12 day of September, 1990.


Thomas Wilder

(SEAL)

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State of Alabama }
County of Jefferson }

I, the undersigned, in and for said County, and in said State, do hereby certify that Thomas Wilder, whose name is on the foregoing Articles of Incorporation, and who is known by me, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he did execute the same voluntarily on the date the same bears date.

Given under my hand and official seal this 12th day of September, 1990.

Mary Frances Tidwell
Notary Public

My term expires My Commission Expires November 14, 1993

90-0310C

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

RECLAMATION MINISTRIES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of RECLAMATION MINISTRIES, INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of RECLAMATION MINISTRIES, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 11th day of OCTOBER, 1990

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 OCT 11 PM 12:51

JUDGE OF PROBATE

Thomas A. Snowden Jr.
Judge of Probate

Rec 25.00
Jud 3.00
28.00

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